UNITED STATES FORM D OMB APPROVAL SECURITIES AND EXCHANGE COMMISSION OMB Number: 3235-0076 Washington, D.C 20549 Expires May 31, 2005 Estimated average burden FORM D hours per response.....16.00 NOTICE OF SALE OF SECURITIES USE ONLY Prefix Seria RSUANT TO REGULATION D. SECTION 4(6), AND/OR DATE RECEIVED ORM LIMITED OFFERING EXEMPTION Name of Offering (check if this is an amendment and name has changed, and indicate change.) Series B Preferred Stock Financing Filing Under (Check box(es) that apply): Rule 504 Rule 505 Type of Filing: New Filing Amendment A. BASIC IDENTIFICATION DATA Enter the information requested about the issuer Name of Issuer check if this is an amendment and name has changed, and indicate change.) ParAllele BioScience, Inc. Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 384 Oyster Point Blvd., Suite 8, South San Francisco, CA 94080-1967 (650) 228-0355 Address of Principal Business Operations (if (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) different from Executive Offices) (same as above) (same as above)

GENERAL INSTRUCTIONS

Brief Description of Business

Type of Business Organization **X** corporation

business trust

Actual or Estimated Date of Incorporation or Organization: | 1 | 1

Genetic typing

Federal.

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

Actual

Year

0 0

CN for Canada, FN for other foreign jurisdiction)

other (please specify):

Estimated

CA

limited partnership, already formed

limited partnership, to be formed Month

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File - U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State;

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been, made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

- ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A BASICATIVE CONTRACTOR TO A TABLE OF Enter the information requested for the following: · Each promoter of the issuer, if the issuer has been organized within the past five years; · Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; · Each general and managing partner of partnership issuers. Promoter Executive Officer X Director Check Box(es) that Apply: Beneficial Owner General and/or Managing Partner Full Name (Last name first, if individual) Davis, Ronald W. Business or Residence Address (Number and Street, City, State, Zip Code) 384 Oyster Point Blvd., Suite 8, South San Francisco, CA 94080-1967 Check Box(es) that Apply: Promoter X Director Beneficial Owner **Executive Officer** General and/or Managing Partner Full Name (Last name first, if individual) Ericson, William Business or Residence Address (Number and Street, City, State, Zip Code) 3000 Sand Hill Road, Bldg. 3, Suite 290, Menlo Park, CA 94025 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer X Director General and/or Managing Partner Full Name (East name first, if individual) MacQuitty, Jonathan Business or Residence Address (Number and Street, City, State, Zip Code) 2465 E. Bayshore Rd., Suite 348, Palo Alto, CA 94303 Check Box(es) that Apply: Promoter Beneficial Owner. Executive Officer X Director General and/or Managing Partner Full Name (Last name first, if individual) Marion, Andre Business or Residence Address (Number and Street, City, State, Zip Code) 384 Oyster Point Blvd., Suite 8, South San Francisco, CA 94080-1967 X Executive Officer X Director Check Box(es) that Apply: Promoter Beneficial Owner General and/or Managing Partner Full Name (East name first, if individual) Naclerio, Nicholas J. Business or Residence Address (Number and Street, City, State, Zip Code) 384 Oyster Point Blvd., Suite 8, South San Francisco, CA 94080-1967 Check Box(es) that Apply: Promoter Beneficial Owner **Executive Officer** Director General and/or Managing Partner Full Name (Last name first, if individual) Pearson, Camille S. Business or Residence Address (Number and Street, City, State, Zip Code) 300 Sand Hill Rd., Bldg. 1, Suite 260, Menlo Park, CA 94025 Check Box(es) that Apply: X Director General and/or Promoter Beneficial Owner Executive Officer Managing Partner Full Name (Last name first, if individual) Went, Gregory Business or Residence Address (Number and Street, City, State, Zip Code) 384 Oyster Point Blvd., Suite 8, South San Francisco, CA 94080-1967

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2. Enter the information red	uested for the follow	ving:			
· Each promoter of the	issuer, if the issuer l	nas been organized within th	ne past five years;		
· Each beneficial owner	r having the power t	o vote or dispose, or direct	the vote or disposition of, 10	% or more of a cla	ss of equity securities of the issuer.
Each executive office	r and director of cor	porate issuers and of corpor	ate general and managing p	artners of partnersh	ip issuers;
Each general and man	naging partner of par	tnership issuers.			•
Check Box(es) that Apply:	Promoter	Beneficial Owner	X Executive Officer	X Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
•	,				_
Willis, Thomas D. Business or Residence Addres.	s (Number and Stree	r City State 7 in Code)		,	
1040 Filbert St., San Franc	•	c, chy, siete, zip code)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	X Executive Officer	Director	General and/or
	1 *		1001		Managing Partner
Full Name (Last name first, if	individual)				
Thomas, Melinda					
Business or Residence Address	(Number and Stree	t, City, State, Zip Code)			
384 Oyster Point Blvd., Su	ite 8, South San Fi	rancisco, CA 94080-196	7		
Check Box(es) that Apply:	Promoter	Beneficial Owner	X Executive Officer	Director	General and/or Managing Partner
Full Name (East name first, if	individual)		·		
Karlin-Neumann, George					
Business or Residence Address	Number and Stree	t. City. State. Zin Code)			
384 Oyster Point Blvd., Su		•	7		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Versant Ventures			•		•
Business or Residence Address	(Number and Stree	t, City, State, Zip Code)			
300 Sand Hill Rd., Bldg I,	Suite 260, Menlo	Park, CA 94025			
Check Box(es) that Apply:	Promoter	✗ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (East name first, if	ndividual)				
Startskottet U 1476 AB und	ler name change to	GeneReel AB			
Business or Residence Address					
Strandvagen 48 Se-193 30	Sigruna Sweden				
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if i	ndividual)				
Abingworth Bioventures					
Business or Residence Address	(Number and Street	t, City, State, Zip Code)	1		
38 Jermyn St., London SW	1 Y 6DN England			·	
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if i	ndividual)				•
Business or Residence Address	(Number and Street	, City, State, Zip Code)	٠.		· .
	(Use blan	k sheet, or copy and use add	ditional copies of this sheet,	as necessary)	

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1 Has th	ie issuet sol	ld or does	the issuer	ntend to se	ll to non-a	ccredited in	nvestors thi	is offering?				Yes	No.
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2. What	is the mini	mum inves			· -		_					S	
3. Does	the offering	g permit jo	int owners	nip of a sin	gle unit?				·····			Yes	No
4. Enter	the inf	ormation	requested	for each	person wh	o has been	n or will	be paid or	given, di	rectly or in	directly, any	, —	,
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broke	r or dealer,			information	on for that l	oroker or de	ealer only	, , , , , , , , , , , , , , , , , , ,					
Full Name	(Last nam	e first, if in	idividual)		•								
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Business o	r Residence	e Address (Number a	na Street, C	lity, State,	Zip Code)							
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	SC	SD	[אד]	TX	UT	VT	VA	WA .	wv	WI	WY	PR	
Full Name	(Last name	: nrst, ir in	dividual)										
Business o	r Residence	Address (Number	ad Street C	ity State	Zin Code)						•	
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RI	SC	SD	TN	TX	UT	VT	VA	WA	wv	wil	WY	PR	
Full Name	(Last name								11		<u> </u>		
Business o	r Residence	e Address	Number a	nd Street, C	City, State,	Zip Code)							
Name of A	ssociated I	Broker or I	Dealer										
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RI	lscl	las	ואדו	ltxl	lutl	ivti	IVAL	lwal	lwvl	lwil	lwy	PR	

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate Amount Already Type of Security Offering Price Sold Debt ______\$ Common Preferred Convertible Securities (including warrants) _____) \$ Other (Specify Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or " zero." Aggregate Dollar Amount of Purchases Investors \$ 16,162,499.85 Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1. Dollar Amount Type of Type of offering Security Sold Rule 505 ,..... Rule 504 Total______ 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees 60,000.00 Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify) Total 60,000.00

OFFERING PRICE NUMBER OF INVESTORS EXPENSES AND DECOMPROCES

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	b. Enter the difference between the aggregate offe total expenses furnished in response to Part C — Question proceeds to the issuer."	on 4.a. This differen	ce is the "adjuste	d gross		\$ 16,102,499.85		
5.	used for each of the purposes shown. If the amount for any check the box to the left of the estimate. The total of the	icate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for any purpose is not known, furnish an estimate and ack the box to the left of the estimate. The total of the payments listed must equal the adjusted gross acceds to the issuer set forth in response to Part C'- Question 4.b above.						
				D	nyments to Officers, irectors, & Affiliates	Payments To Others		
	Salaries and fees		• • • • • • • • • • • • •	□ s		□ s		
	Purchase of real estate			□ s		□ \$		
	Purchase, rental or leasing and installation of machine	ry and equipment		□ s		□ s		
	Construction or leasing of plant buildings and facilities	s ,		□ s		□ \$		
	Acquisition of other businesses (including the value of offering that may be used in exchange for the assets of issuer pursuant to a merger)	r securities of another						
	Repayment of indebtedness							
				- -		\$ 16,102,499.85		
	Other (specify):	· · · · · · · · · · · · · · · · · · ·		□\$		□ s		
						□ \$		
	Column Totals			□ \$ _		X \$ 16,102,499.85		
	Total Payments Listed (column totals added)			•	X \$ <u>16,</u>	102,499.85		
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sig	e issuer has duly caused this notice to be signed by the und nature constitutes an undertaking by the issuer to furnish to ormation furnished by the issuer to any non-accredited inve	lersigned duly authori the U.S. Securities a	zed person. If this nd Exchange Con	s notice i	s filed under I	Rule 505, the following		
	uer (Print or Type) rAllele BioScience, Inc.	gnature NuM 1	Tuler	ied	Date Septe	ember <u>18</u> , 2003		
N	ume of Signer (Print or Type)	tle of Signer (Print or			 			
Ni	cholas J. Naclerio	esident						
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-ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)